

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-CSRS  
June 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File Number: 811-21832

**Eaton Vance Tax-Managed Diversified Equity Income Fund**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

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**Two International Place, Boston, Massachusetts 02110**

**(Name and Address of Agent for Services)**

**(617) 482-8260**

**(Registrant's Telephone Number)**

**October 31**

**Date of Fiscal Year End**

**April 30, 2013**

**Date of Reporting Period**

**Item 1. Reports to Stockholders**

Eaton Vance

Tax-Managed Diversified

Equity Income Fund (ETY)

Semiannual Report

April 30, 2013

**Commodity Futures Trading Commission Registration.** Effective December 31, 2012, the Commodity Futures Trading Commission ( CFTC ) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act and is not subject to the CFTC regulation. Because of its management of other strategies, the Fund's adviser is registered with the CFTC as a commodity pool operator.

**Managed Distribution Plan.** Pursuant to an exemptive order issued by the Securities and Exchange Commission (Order), the Fund is authorized to distribute long-term capital gains to shareholders more frequently than once per year. Pursuant to the Order, the Fund's Board of Trustees approved a Managed Distribution Plan (MDP) pursuant to which the Fund makes monthly cash distributions to common shareholders, stated in terms of a fixed amount per common share.

The Fund currently distributes monthly cash distributions equal to \$0.0843 per share in accordance with the MDP. The Fund's distribution frequency changed from quarterly to monthly beginning in January 2013. You should not draw any conclusions about the Fund's investment performance from the amount of these distributions or from the terms of the MDP. The MDP will be subject to regular periodic review by the Fund's Board of Trustees and the Board may amend or terminate the MDP at any time without prior notice to Fund shareholders. However, at this time there are no reasonably foreseeable circumstances that might cause the termination of the MDP.

The Fund may distribute more than its net investment income and net realized capital gains and, therefore, a distribution may include a return of capital. A return of capital distribution does not necessarily reflect the Fund's investment performance and should not be confused with yield or income. With each distribution, the Fund will issue a notice to shareholders and a press release containing information about the amount and sources of the distribution and other related information. The amounts and sources of distributions contained in the notice and press release are only estimates and are not provided for tax purposes. The amounts and sources of the Fund's distributions for tax purposes will be reported to shareholders on Form 1099-DIV for each calendar year.

**Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.**

**Semiannual Report** April 30, 2013

**Eaton Vance**

## Tax-Managed Diversified Equity Income Fund

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## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Performance<sup>1</sup>**Portfolio Managers** Walter A. Row III, CFA, CMT and Michael A. Allison, CFA

<b>% Average Annual Total Returns</b>	<b>Inception Date</b>	<b>Six Months</b>	<b>One Year</b>	<b>Five Years</b>	<b>Since Inception</b>
Fund at NAV	11/30/2006	11.55%	15.44%	4.37%	4.51%
Fund at Market Price		16.05	21.60	3.99	2.86
S&P 500 Index	11/30/2006	14.42%	16.89%	5.21%	4.29%
CBOE S&P 500 BuyWrite Index	11/30/2006	4.53	6.09	2.63	3.01
FTSE Eurotop 100 Index	11/30/2006	13.05	18.42	1.85	0.72

<b>% Premium/Discount to NAV</b>	9.72%
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**Distributions<sup>2</sup>**

Total Distributions per share for the period	\$ 0.590
Distribution Rate at NAV	8.78%
Distribution Rate at Market Price	9.73%

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Fund Snapshot<sup>4</sup>

**Objective** The primary investment objective is to provide current income and gains, with a secondary objective of capital appreciation.

**Strategy** The Fund invests in a diversified portfolio of domestic and foreign common stocks with an emphasis on dividend paying stocks and writes (sells) S&P 500 Index call options with respect to a portion of the value of its common stock portfolio to generate current cash flow from the options premium received. The Fund evaluates returns on an after tax basis and seeks to minimize and defer federal income taxes incurred by shareholders in connection with their investment in the Fund.

**Options Strategy**  
**Equity Benchmark<sup>1</sup>**

Write Index Covered Calls  
80% S&P 500 Index  
20% FTSE Eurotop 100 Index

**Morningstar Category**  
**Distribution Frequency**

Large Blend  
Monthly

**Common Stock Portfolio****Positions Held**

126

**% US / Non-US**

76.3/23.7

**Avg. Market Cap**

\$87.1 Billion

**Call Options****% Portfolio with Call Options**

47%

**Average Days to Expiration**

13 days

**Weighted Average %  
of Strike Prices**1.64%  
in-the-money

*See Endnotes and Additional Disclosures in this report.*



## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Fund Profile

#### Sector Allocation (% of total investments)<sup>3</sup>

#### Top 10 Holdings (% of total investments)<sup>3</sup>

Gilead Sciences, Inc.	2.3%
Google, Inc., Class A	2.3
International Business Machines Corp.	2.0
Wells Fargo & Co.	1.9
Apple, Inc.	1.9
Pfizer, Inc.	1.8
Verizon Communications, Inc.	1.8
Walt Disney Co. (The)	1.7
Celgene Corp.	1.7
Amazon.com, Inc.	1.7
Total	19.1%

#### Country Allocation (% of total investments)

*See Endnotes and Additional Disclosures in this report.*

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Endnotes and Additional Disclosures

<sup>1</sup> S&P 500 Index is an unmanaged index of large-cap stocks commonly used as a measure of U.S. stock market performance. CBOE S&P 500 BuyWrite Index measures the performance of a hypothetical buy-write strategy on the S&P 500 Index. FTSE Eurotop 100 Index is a tradable index designed to represent the performance of the 100 most highly capitalized blue-chip companies in Europe. The return for the FTSE Eurotop 100 Index is calculated in U.S. dollars. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index.

<sup>2</sup> The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be composed of ordinary income, tax-exempt income, net realized capital gains and return of capital. In recent years, a significant portion of the Fund's distributions has been characterized as a return of capital. The Fund's distribution rate is determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.

<sup>3</sup> Depictions do not reflect the Fund's option positions. Excludes cash and cash equivalents.

<sup>4</sup> The following terms as used in the Fund snapshot:

**Average Market Cap:** The average market capitalization of the companies that have issued the common stocks owned by a Fund. Market Cap is determined by multiplying the price of a share of a company's common stock by the number of shares outstanding.

**Call Option:** For an index call option, the buyer has the right to receive from the seller a cash payment at the option expiration date equal to any positive difference between the value of the index at contract expiration and the exercise price. The buyer of a call option makes a cash payment (premium) to the seller (writer) of the option upon entering into the option contract.

**Covered Call Strategy:** A strategy of owning a portfolio of common stocks and writing call options on all or a portion of such stocks to generate current earnings from option premium.

**In-the-Money:** For a call option on an index, the extent to which the current price of the index exceeds the exercise price of the option.

Fund snapshot and profile subject to change due to active management.



## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

## Portfolio of Investments (Unaudited)

Common Stocks 99.0%

Security	Shares	Value
<b>Aerospace &amp; Defense 2.2%</b>		
Boeing Co. (The)	253,623	\$ 23,183,678
United Technologies Corp.	163,440	14,920,438
		<b>\$ 38,104,116</b>
<b>Automobiles 0.7%</b>		
Honda Motor Co., Ltd.	299,436	\$ 11,948,234
		<b>\$ 11,948,234</b>
<b>Beverages 2.5%</b>		
Anheuser-Busch InBev NV	56,918	\$ 5,468,142
Beam, Inc.	123,546	7,994,662
Coca-Cola Co. (The)	540,759	22,890,329
Diageo PLC	222,800	6,803,769
		<b>\$ 43,156,902</b>
<b>Biotechnology 4.0%</b>		
Celgene Corp. <sup>(1)</sup>	248,863	\$ 29,383,254
Gilead Sciences, Inc. <sup>(1)</sup>	776,132	39,303,325
		<b>\$ 68,686,579</b>
<b>Capital Markets 1.8%</b>		
Charles Schwab Corp. (The)	444,126	\$ 7,532,377
Credit Suisse Group AG <sup>(1)</sup>	178,275	4,950,880
Deutsche Bank AG	20,936	963,748
Goldman Sachs Group, Inc. (The)	93,418	13,645,567
UBS AG <sup>(1)</sup>	186,902	3,334,035
		<b>\$ 30,426,607</b>

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### Chemicals 3.5%

BASF SE	84,898	\$ 7,947,520
Linde AG	26,283	4,976,515
LyondellBasell Industries NV, Class A	203,597	12,358,338
Monsanto Co.	188,296	20,113,779
PPG Industries, Inc.	77,420	11,391,579
Syngenta AG	8,288	3,543,278

**\$ 60,331,009**

### Commercial Banks 5.9%

Barclays PLC	1,308,215	\$ 5,837,878
BNP Paribas	61,392	3,423,089
DNB ASA	214,754	3,516,705
HSBC Holdings PLC	1,289,229	14,119,620

### Security

**Shares Value**

### Commercial Banks (continued)

PNC Financial Services Group, Inc. (The)	243,381	\$ 16,520,702
Regions Financial Corp.	1,484,242	12,601,215
Standard Chartered PLC	192,588	4,846,939
Toronto-Dominion Bank (The)	103,578	8,483,038
Wells Fargo & Co.	867,073	32,931,432

**\$ 102,280,618**

### Communications Equipment 0.8%

QUALCOMM, Inc.	216,370	\$ 13,332,719
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**\$ 13,332,719**

### Computers & Peripherals 1.9%

Apple, Inc.	74,024	\$ 32,774,126
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**\$ 32,774,126**

### Consumer Finance 1.3%

American Express Co.	317,838	\$ 21,743,298
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**\$ 21,743,298**

### Diversified Financial Services 4.3%

Bank of America Corp.	2,079,183	\$ 25,594,743
Citigroup, Inc.	609,493	28,438,943
JPMorgan Chase & Co.	428,138	20,983,043

**\$ 75,016,729**

### Diversified Telecommunication Services 2.5%

AT&T, Inc.	234,075	\$ 8,768,450
Deutsche Telekom AG	232,495	2,753,704
Verizon Communications, Inc.	579,409	31,235,939

**\$ 42,758,093**

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### Electric Utilities 3.1%

American Electric Power Co., Inc.	257,104	\$ 13,222,859
Duke Energy Corp.	108,156	8,133,331
Edison International	161,770	8,703,226
PPL Corp.	277,219	9,253,570
Southern Co. (The)	153,213	7,389,463
SSE PLC	319,852	7,744,208
		<b>\$ 54,446,657</b>

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Shares	Value
<b>Electrical Equipment 1.4%</b>		
Emerson Electric Co.	379,580	\$ 21,070,486
Schneider Electric SA	44,819	3,416,850
		<b>\$ 24,487,336</b>
<b>Electronic Equipment, Instruments &amp; Components 0.3%</b>		
Corning, Inc.	405,565	\$ 5,880,692
		<b>\$ 5,880,692</b>
<b>Energy Equipment &amp; Services 1.4%</b>		
Cameron International Corp. <sup>(1)</sup>	78,820	\$ 4,851,371
Halliburton Co.	460,123	19,679,461
		<b>\$ 24,530,832</b>
<b>Food &amp; Staples Retailing 1.0%</b>		
Costco Wholesale Corp.	167,065	\$ 18,114,858
		<b>\$ 18,114,858</b>
<b>Food Products 3.9%</b>		
Danone SA	45,394	\$ 3,462,118
Hershey Co. (The)	113,358	10,106,999
Kraft Foods Group, Inc.	144,357	7,432,942
Mondelez International, Inc., Class A	400,724	12,602,770
Nestle SA	291,091	20,758,410
Unilever NV	286,140	12,192,809
		<b>\$ 66,556,048</b>
<b>Health Care Equipment &amp; Supplies 2.1%</b>		
Abbott Laboratories	399,732	\$ 14,758,106
Covidien PLC	345,024	22,026,332
		<b>\$ 36,784,438</b>

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<p style="margin: 0;"><b>Health Care Providers &amp; Services</b> 0.7%</p> <p style="margin: 0;">Express Scripts Holding Co.<sup>(1)</sup></p>	<p style="margin: 0;">215,675 \$ 12,804,625</p> <p style="margin: 0;"><b>\$ 12,804,625</b></p>
<p style="margin: 0;"><b>Hotels, Restaurants &amp; Leisure</b> 1.3%</p> <p style="margin: 0;">McDonald's Corp.</p>	<p style="margin: 0;">215,804 \$ 22,042,221</p> <p style="margin: 0;"><b>\$ 22,042,221</b></p>
<b>Security</b>	<b>Shares Value</b>
<p style="margin: 0;"><b>Household Products</b> 3.1%</p> <p style="margin: 0;">Colgate-Palmolive Co.</p> <p style="margin: 0;">Procter &amp; Gamble Co.</p> <p style="margin: 0;">Svenska Cellulosa AB, Class B</p>	<p style="margin: 0;">203,612 \$ 24,313,309</p> <p style="margin: 0;">314,015 24,106,931</p> <p style="margin: 0;">206,913 5,389,841</p> <p style="margin: 0;"><b>\$ 53,810,081</b></p>
<p style="margin: 0;"><b>Industrial Conglomerates</b> 3.0%</p> <p style="margin: 0;">Danaher Corp.</p> <p style="margin: 0;">General Electric Co.</p> <p style="margin: 0;">Siemens AG</p>	<p style="margin: 0;">366,447 \$ 22,331,280</p> <p style="margin: 0;">1,153,817 25,718,581</p> <p style="margin: 0;">41,917 4,379,782</p> <p style="margin: 0;"><b>\$ 52,429,643</b></p>
<p style="margin: 0;"><b>Insurance</b> 1.7%</p> <p style="margin: 0;">ACE, Ltd.</p> <p style="margin: 0;">Allianz SE</p> <p style="margin: 0;">Muenchener Rueckversicherungs-Gesellschaft AG</p> <p style="margin: 0;">Old Mutual PLC</p> <p style="margin: 0;">Prudential PLC</p>	<p style="margin: 0;">133,630 \$ 11,911,778</p> <p style="margin: 0;">31,696 4,688,489</p> <p style="margin: 0;">18,411 3,687,839</p> <p style="margin: 0;">814,041 2,596,457</p> <p style="margin: 0;">340,666 5,857,605</p> <p style="margin: 0;"><b>\$ 28,742,168</b></p>
<p style="margin: 0;"><b>Internet &amp; Catalog Retail</b> 2.0%</p> <p style="margin: 0;">Amazon.com, Inc.<sup>(1)</sup></p> <p style="margin: 0;">Netflix, Inc.<sup>(1)</sup></p>	<p style="margin: 0;">114,047 \$ 28,946,269</p> <p style="margin: 0;">29,334 6,338,197</p> <p style="margin: 0;"><b>\$ 35,284,466</b></p>
<p style="margin: 0;"><b>Internet Software &amp; Services</b> 3.3%</p> <p style="margin: 0;">eBay, Inc.<sup>(1)</sup></p> <p style="margin: 0;">Google, Inc., Class A<sup>(1)</sup></p>	<p style="margin: 0;">323,504 \$ 16,948,375</p> <p style="margin: 0;">47,602 39,251,181</p> <p style="margin: 0;"><b>\$ 56,199,556</b></p>
<p style="margin: 0;"><b>IT Services</b> 4.2%</p> <p style="margin: 0;">Accenture PLC, Class A</p> <p style="margin: 0;">International Business Machines Corp.</p> <p style="margin: 0;">Visa, Inc., Class A</p>	<p style="margin: 0;">291,081 \$ 23,705,637</p> <p style="margin: 0;">168,839 34,196,651</p> <p style="margin: 0;">83,328 14,037,435</p> <p style="margin: 0;"><b>\$ 71,939,723</b></p>

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Machinery 0.9%

Deere & Co.

170,980 \$ 15,268,514

**\$ 15,268,514**

Media 3.0%

Comcast Corp., Class A

Walt Disney Co. (The)

553,182 \$ 22,846,417

468,328 29,429,731

**\$ 52,276,148**

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Shares	Value
<b>Metals &amp; Mining 0.5%</b>		
BHP Billiton, Ltd. ADR	88,062	\$ 5,919,527
Freeport-McMoRan Copper & Gold, Inc.	104,202	3,170,867
		<b>\$ 9,090,394</b>
<b>Multi-Utilities 0.9%</b>		
National Grid PLC	403,800	\$ 5,147,321
Sempra Energy	119,017	9,860,559
		<b>\$ 15,007,880</b>
<b>Multiline Retail 2.2%</b>		
Dollar General Corp. <sup>(1)</sup>	490,001	\$ 25,524,152
Macy's, Inc.	274,001	12,220,445
		<b>\$ 37,744,597</b>
<b>Oil, Gas &amp; Consumable Fuels 9.1%</b>		
Alpha Natural Resources, Inc. <sup>(1)</sup>	506,613	\$ 3,759,068
Anadarko Petroleum Corp.	149,499	12,671,535
BP PLC	1,332,877	9,658,214
Chevron Corp.	130,085	15,871,671
ConocoPhillips	358,500	21,671,325
ENI SpA	203,631	4,859,941
EOG Resources, Inc.	81,800	9,910,888
Exxon Mobil Corp.	163,920	14,587,241
HollyFrontier Corp.	94,314	4,663,827
Occidental Petroleum Corp.	231,814	20,691,718
Phillips 66	283,058	17,252,385
Royal Dutch Shell PLC, Class B	494,662	17,351,471
Statoil ASA	189,469	4,638,459
		<b>\$ 157,587,743</b>
<b>Pharmaceuticals 7.8%</b>		
Allergan, Inc.	162,733	\$ 18,478,332
AstraZeneca PLC	172,680	8,965,714
Bayer AG	115,622	12,087,869

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GlaxoSmithKline PLC	189,684	4,894,126
Johnson & Johnson	185,461	15,806,841
Novo Nordisk A/S, Class B	58,342	10,269,633
Pfizer, Inc.	1,075,613	31,268,070
Roche Holding AG PC	69,467	17,390,396
Sanofi	141,378	15,285,157

**\$ 134,446,138**

<b>Security</b>	<b>Shares</b>	<b>Value</b>
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**Real Estate Investment Trusts (REITs) 1.2%**

AvalonBay Communities, Inc.	67,827	\$ 9,023,704
Boston Properties, Inc.	107,429	11,755,956

**\$ 20,779,660**

**Road & Rail 1.4%**

Union Pacific Corp.	165,349	\$ 24,465,038
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**\$ 24,465,038**

**Semiconductors & Semiconductor Equipment 0.3%**

Broadcom Corp., Class A	125,445	\$ 4,516,020
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**\$ 4,516,020**

**Software 2.3%**

Microsoft Corp.	587,164	\$ 19,435,128
Oracle Corp.	391,526	12,834,222
SAP AG	83,684	6,671,451

**\$ 38,940,801**

**Specialty Retail 1.2%**

Home Depot, Inc. (The)	149,833	\$ 10,990,250
Industria de Diseno Textil SA	43,482	5,835,521
Kingfisher PLC	725,941	3,537,243

**\$ 20,363,014**

**Textiles, Apparel & Luxury Goods 1.8%**

Adidas AG	38,724	\$ 4,049,261
Compagnie Financiere Richemont SA, Class A	42,000	3,399,005
LVMH Moet Hennessy Louis Vuitton SA	32,049	5,553,599
NIKE, Inc., Class B	281,370	17,895,132

**\$ 30,896,997**

**Tobacco 1.6%**

British American Tobacco PLC	120,651	\$ 6,688,314
Philip Morris International, Inc.	217,659	20,806,024

**\$ 27,494,338**

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Wireless Telecommunication Services 0.9%

Vodafone Group PLC

4,962,479 \$ 15,141,986

\$ 15,141,986

Total Common Stocks

(identified cost \$1,250,826,016)

\$ 1,708,631,642

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

Portfolio of Investments (Unaudited) continued

Short-Term Investments 1.7%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.10%(2)	\$ 29,645	\$ 29,645,384

Total Short-Term Investments (identified cost \$29,645,384)	<b>\$ 29,645,384</b>
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Total Investments 100.7% (identified cost \$1,280,471,400)	<b>\$ 1,738,277,026</b>
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Call Options Written (0.9)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	1,330	\$ 1,550	5/3/13	\$ (6,297,550)
S&P 500 Index	1,200	1,595	5/10/13	(1,530,000)
S&P 500 Index	1,240	1,560	5/18/13	(5,040,600)
S&P 500 Index	1,300	1,585	5/24/13	(3,204,500)

Total Call Options Written (premiums received \$8,390,185)	<b>\$ (16,072,650)</b>
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Other Assets, Less Liabilities 0.2%	<b>\$ 3,507,280</b>
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Net Assets 100.0%	<b>\$ 1,725,711,656</b>
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The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR American Depositary Receipt  
PC Participation Certificate

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(1) Non-income producing security.

(2) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of April 30, 2013.

### Country Concentration of Portfolio

Country	Percentage of Net Assets	Value
United States	77.3%	\$ 1,333,839,231
United Kingdom	6.9	119,190,865
Switzerland	3.8	65,287,782
Germany	3.0	52,206,178
Ireland	2.7	45,731,969
France	1.8	31,140,813
Netherlands	1.4	24,551,147
Japan	0.7	11,948,234
Denmark	0.6	10,269,633
Canada	0.5	8,483,038
Norway	0.5	8,155,164
Australia	0.3	5,919,527
Spain	0.3	5,835,521
Belgium	0.3	5,468,142
Sweden	0.3	5,389,841
Italy	0.3	4,859,941
<b>Total Investments</b>	<b>100.7%</b>	<b>\$ 1,738,277,026</b>

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2013

Statement of Assets and Liabilities (Unaudited)

<b>Assets</b>	<b>April 30, 2013</b>
Unaffiliated investments, at value (identified cost, \$1,250,826,016)	\$ 1,708,631,642
Affiliated investment, at value (identified cost, \$29,645,384)	29,645,384
Cash	70,663
Foreign currency, at value (identified cost, \$922,878)	933,122
Dividends receivable	2,494,890
Interest receivable from affiliated investment	1,481
Tax reclaims receivable	2,106,655
<b>Total assets</b>	<b>\$ 1,743,883,837</b>

<b>Liabilities</b>	
Written options outstanding, at value (premiums received, \$8,390,185)	\$ 16,072,650
Payable for Fund shares repurchased	364,501
Payable for open forward foreign currency exchange contracts	96,979
Payable to affiliates:	
Investment adviser fee	1,398,177
Trustees' fees	5,370
Accrued expenses	234,504
<b>Total liabilities</b>	<b>\$ 18,172,181</b>
<b>Net Assets</b>	<b>\$ 1,725,711,656</b>

<b>Sources of Net Assets</b>	
Common shares, \$0.01 par value, unlimited number of shares authorized, 149,722,516 shares issued and outstanding	\$ 1,497,225
Additional paid-in capital	1,806,405,481
Accumulated net realized loss	(455,705,185)
Accumulated distributions in excess of net investment income	(76,738,743)
Net unrealized appreciation	450,252,878
<b>Net Assets</b>	<b>\$ 1,725,711,656</b>

<b>Net Asset Value</b>	
<b>(\$1,725,711,656 ÷ 149,722,516 common shares issued and outstanding)</b>	<b>\$ 11.53</b>

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

## Statement of Operations (Unaudited)

	<b>Six Months Ended</b>
	<b>April 30, 2013</b>
<b>Investment Income</b>	
Dividends (net of foreign taxes, \$662,054)	\$ 20,918,632
Interest income allocated from affiliated investment	10,277
Expenses allocated from affiliated investment	(1,011)
<b>Total investment income</b>	<b>\$ 20,927,898</b>
<b>Expenses</b>	
Investment adviser fee	\$ 8,283,873
Trustees' fees and expenses	32,187
Custodian fee	225,184
Transfer and dividend disbursing agent fees	9,393
Legal and accounting services	79,567
Printing and postage	301,898
Miscellaneous	141,440
<b>Total expenses</b>	<b>\$ 9,073,542</b>
Deduct	
Reduction of custodian fee	\$ 91
<b>Total expense reductions</b>	<b>\$ 91</b>
<b>Net expenses</b>	<b>\$ 9,073,451</b>
<b>Net investment income</b>	<b>\$ 11,854,447</b>
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Investment transactions	\$ 34,254,995
Investment transactions allocated from affiliated investment	429
Written options	(37,507,549)
Foreign currency and forward foreign currency exchange contract transactions	590,912
<b>Net realized loss</b>	<b>\$ (2,661,213)</b>
Change in unrealized appreciation (depreciation)	
Investments	\$ 174,627,721
Written options	(11,871,988)
Foreign currency and forward foreign currency exchange contracts	(70,905)
<b>Net change in unrealized appreciation (depreciation)</b>	<b>\$ 162,684,828</b>
<b>Net realized and unrealized gain</b>	<b>\$ 160,023,615</b>
<b>Net increase in net assets from operations</b>	<b>\$ 171,878,062</b>

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

## Statements of Changes in Net Assets

	<b>Six Months Ended</b>	
	<b>April 30, 2013</b>	<b>Year Ended</b>
	<b>(Unaudited)</b>	<b>October 31, 2012</b>
<b>Increase (Decrease) in Net Assets</b>		
From operations		
Net investment income	\$ 11,854,447	\$ 21,018,094
Net realized loss from investment transactions, written options and foreign currency and forward foreign currency exchange contract transactions	(2,661,213)	(11,986,865)
Net change in unrealized appreciation (depreciation) from investments, written options, foreign currency and forward foreign currency exchange contracts	162,684,828	173,626,904
<b>Net increase in net assets from operations</b>	<b>\$ 171,878,062</b>	<b>\$ 182,658,133</b>
Distributions to shareholders		
From net investment income	\$ (88,680,049)*	\$ (20,879,044)
Tax return of capital		(144,553,527)
<b>Total distributions</b>	<b>\$ (88,680,049)</b>	<b>\$ (165,432,571)</b>
Capital share transactions		
Cost of shares repurchased (see Note 5)	\$ (11,812,322)	\$ (14,450,283)
<b>Net decrease in net assets from capital share transactions</b>	<b>\$ (11,812,322)</b>	<b>\$ (14,450,283)</b>
<b>Net increase in net assets</b>	<b>\$ 71,385,691</b>	<b>\$ 2,775,279</b>
<b>Net Assets</b>		
At beginning of period	\$ 1,654,325,965	\$ 1,651,550,686
<b>At end of period</b>	<b>\$ 1,725,711,656</b>	<b>\$ 1,654,325,965</b>
<b>Accumulated undistributed (distributions in excess of) net investment income included in net assets</b>		
<b>At end of period</b>	<b>\$ (76,738,743)</b>	<b>\$ 86,859</b>

\* A portion of the distributions may be deemed a tax return of capital at year-end. See Note 2.

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

## Financial Highlights

	Six Months Ended April 30, 2013 (Unaudited)		Year Ended October 31,				
		2012	2011	2010	2009	2008	
Net asset value	Beginning of period	\$ 10.960	\$ 10.830	\$ 12.210	\$ 12.810	\$ 12.940	\$ 19.600
<b>Income (Loss) From Operations</b>							
	Net investment income <sup>(1)</sup>	\$ 0.079	\$ 0.138	\$ 0.121	\$ 0.138	\$ 0.186	\$ 0.267
	Net realized and unrealized gain (loss)	1.069	1.062	(0.227)	0.941	1.534	(5.077)
	<b>Total income (loss) from operations</b>	<b>\$ 1.148</b>	<b>\$ 1.200</b>	<b>\$ (0.106)</b>	<b>\$ 1.079</b>	<b>\$ 1.720</b>	<b>\$ (4.810)</b>
<b>Less Distributions</b>							
	From net investment income	\$ (0.590)*	\$ (0.137)	\$ (0.122)	\$ (0.137)	\$ (0.187)	\$ (0.239)
	Tax return of capital		(0.948)	(1.152)	(1.542)	(1.663)	(1.611)
	<b>Total distributions</b>	<b>\$ (0.590)</b>	<b>\$ (1.085)</b>	<b>\$ (1.274)</b>	<b>\$ (1.679)</b>	<b>\$ (1.850)</b>	<b>\$ (1.850)</b>
	<b>Anti-dilutive effect of share repurchase program (see Note 5)<sup>(1)</sup></b>	<b>\$ 0.012</b>	<b>\$ 0.015</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net asset value	End of period	\$ 11.530	\$ 10.960	\$ 10.830	\$ 12.210	\$ 12.810	\$ 12.940
Market value	End of period	\$ 10.400	\$ 9.510	\$ 9.210	\$ 11.620	\$ 12.470	\$ 11.900
	<b>Total Investment Return on Net Asset Value<sup>(2)</sup></b>	<b>11.55%<sup>(3)</sup></b>	<b>13.68%</b>	<b>(0.27)%</b>	<b>9.26%</b>	<b>17.86%</b>	<b>(26.02)%</b>
	<b>Total Investment Return on Market Value<sup>(2)</sup></b>	<b>16.05%<sup>(3)</sup></b>	<b>15.99%</b>	<b>(10.88)%</b>	<b>6.82%</b>	<b>24.76%</b>	<b>(22.15)%</b>
<b>Ratios/Supplemental Data</b>							
	Net assets, end of period (000 s omitted)	\$ 1,725,712	\$ 1,654,326	\$ 1,651,551	\$ 1,861,901	\$ 1,924,016	\$ 1,937,783
	Ratios (as a percentage of average daily net assets):						
	Expenses <sup>(4)</sup>	1.09% <sup>(5)</sup>	1.07%	1.07%	1.07%	1.07%	1.05%
	Net investment income	1.43% <sup>(5)</sup>	1.27%	1.03%	1.11%	1.55%	1.56%
	Portfolio Turnover	22% <sup>(3)</sup>	30%	63%	25%	45%	95%

(1) Computed using average shares outstanding.

(2) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

(3) Not annualized.

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(4) Excludes the effect of custody fee credits, if any, of less than 0.005%.

(5) Annualized.

\* A portion of the distributions may be deemed a tax return of capital at year-end. See Note 2.

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Notes to Financial Statements (Unaudited)

##### 1 Significant Accounting Policies

Eaton Vance Tax-Managed Diversified Equity Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide current income and gains, with a secondary objective of capital appreciation.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

**A Investment Valuation** Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices. Exchange-traded options are valued at the mean between the bid and asked prices at valuation time as reported by the Options Price Reporting Authority for U.S. listed options or by the relevant exchange or board of trade for non-U.S. listed options. Over-the-counter options are valued by a third party pricing service using techniques that consider factors including the value of the underlying instrument, the volatility of the underlying instrument and the period of time until option expiration. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Fund's Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities.

Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that fairly reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). The value of the Fund's investment in Cash Reserves Fund reflects the Fund's proportionate interest in its net assets. Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities based on available market quotations provided by a third party pricing service.

**B Investment Transactions** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

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**C Income** Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities. However, if the ex-dividend date has passed, certain dividends from foreign securities are recorded as the Fund is informed of the ex-dividend date. Withholding taxes on foreign dividends and capital gains have been provided for in accordance with the Fund's understanding of the applicable countries' tax rules and rates. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

**D Federal Taxes** The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Notes to Financial Statements (Unaudited) continued

At October 31, 2012, the Fund, for federal income tax purposes, had a capital loss carryforward of \$445,775,309 and deferred capital losses of \$2,409,834 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. The capital loss carryforward will expire on October 31, 2015 (\$98,912,884), October 31, 2017 (\$293,314,901) and October 31, 2018 (\$53,547,524). The deferred capital losses are treated as arising on the first day of the Fund's next taxable year and are treated as realized prior to the utilization of the capital loss carryforward.

As of April 30, 2013, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Fund files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

**E Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

**F Foreign Currency Translation** Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**G Use of Estimates** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

**H Indemnifications** Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

**I Forward Foreign Currency Exchange Contracts** The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

**J Written Options** Upon the writing of a call or a put option, the premium received by the Fund is included in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written, in accordance with the Fund's policies on investment valuations discussed above. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or are closed are added to or offset against the proceeds or amount paid on the transaction to determine the realized gain or loss. When an index option is exercised, the Fund is required to deliver an amount of cash determined by the excess of the strike price of the option over the value of the index (in the case of a put) or the excess of the value of the index over the strike price of the option (in the case of a call) at contract termination. If a put option on a security is exercised, the premium reduces the cost basis of the securities purchased by the Fund. The Fund, as a writer of an option, may have no control over

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whether the underlying securities or other assets may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the securities or other assets underlying the written option. The Fund may also bear the risk of not being able to enter into a closing transaction if a liquid secondary market does not exist.

**K Interim Financial Statements** The interim financial statements relating to April 30, 2013 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Fund's management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

Notes to Financial Statements (Unaudited) continued

#### 2 Distributions to Shareholders

Subject to its Managed Distribution Plan, the Fund makes monthly distributions (quarterly distributions prior to January 2013) from its cash available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, net option premiums and net realized and unrealized gains on stock investments. The Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income. Distributions in any year may include a substantial return of capital component. For the six months ended April 30, 2013, the amount of distributions estimated to be a tax return of capital was approximately \$76,538,000. The final determination of tax characteristics of the Fund's distributions will occur at the end of the year, at which time it will be reported to the shareholders.

#### 3 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. Pursuant to the investment advisory agreement and subsequent fee reduction agreement, the fee is computed at an annual rate of 1.00% of the Fund's average daily gross assets up to and including \$1.5 billion, 0.98% over \$1.5 billion up to and including \$3 billion and at reduced rates on daily gross assets over \$3 billion, and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage, if any. The fee reduction cannot be terminated without the consent of a majority of Trustees and a majority of shareholders. For the six months ended April 30, 2013, the Fund's investment adviser fee amounted to \$8,283,873 or 1.00% (annualized) of the Fund's average daily gross assets. The Fund invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. EVM also serves as administrator of the Fund, but receives no compensation.

Trustees and officers of the Fund who are members of EVM's organization receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the six months ended April 30, 2013, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

#### 4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$362,553,663 and \$496,506,742, respectively, for the six months ended April 30, 2013.

#### 5 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. There were no common shares issued by the Fund for the six months ended April 30, 2013 and the year ended October 31, 2012.

On August 6, 2012, the Board of Trustees of the Fund authorized the repurchase by the Fund of up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value (NAV). During the six months ended April 30, 2013 and the year ended October 31, 2012, the Fund repurchased 1,247,400 and 1,502,500, respectively, of its common shares under the share repurchase program at a cost, including brokerage commissions, of \$11,812,322 and \$14,450,283, respectively, and an average price per share of \$9.47 and \$9.62, respectively. The weighted average discount per share to NAV on these repurchases amounted to 13.22% and 13.68% for the six months ended April 30, 2013 and the year ended October 31, 2012, respectively.

#### 6 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at April 30, 2013, as determined on a federal income tax basis, were as follows:

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<b>Aggregate cost</b>	<b>\$ 1,281,053,847</b>
Gross unrealized appreciation	\$ 460,399,700
Gross unrealized depreciation	(3,176,521)
<b>Net unrealized appreciation</b>	<b>\$ 457,223,179</b>

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Notes to Financial Statements (Unaudited) continued

## 7 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and written options and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered. A summary of written call options at April 30, 2013 is included in the Portfolio of Investments.

A summary of obligations under these financial instruments at April 30, 2013 is as follows:

## Forward Foreign Currency Exchange Contracts

Sales				Net Unrealized Depreciation
Settlement Date	Deliver	In Exchange For	Counterparty	
5/31/13	Japanese Yen	United States Dollar		
	1,182,900,105	12,038,838	Credit Suisse International	\$ (96,979)

Written options activity for the six months ended April 30, 2013 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	5,900	\$ 6,140,573
Options written	34,130	56,809,443
Options terminated in closing purchase transactions	(30,710)	(48,980,635)
Options expired	(4,250)	(5,579,196)
<b>Outstanding, end of period</b>	<b>5,070</b>	<b>\$ 8,390,185</b>

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At April 30, 2013, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objectives, the Fund is subject to the following risks:

**Equity Price Risk:** The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

**Foreign Exchange Risk:** Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts. The Fund also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

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The Fund enters into forward foreign currency exchange contracts that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Fund's net assets below a certain level over a certain period of time, which would trigger a payment by the Fund for those derivatives in a liability position. At April 30, 2013, the fair value of derivatives with credit-related contingent features in a net liability position was \$96,979.

The non-exchange traded derivatives in which the Fund invests, including forward foreign currency exchange contracts, are subject to the risk that the counterparty to the contract fails to perform its obligations under the contract.

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Notes to Financial Statements (Unaudited) continued

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at April 30, 2013 was as follows:

Risk	Derivative	Fair Value	
		Asset Derivative	Liability Derivative
Equity Price	Written options	\$	\$ (16,072,650) <sup>(1)</sup>
Foreign Exchange	Forward foreign currency exchange contracts		(96,979) <sup>(2)</sup>
<b>Total</b>		<b>\$</b>	<b>\$ (16,169,629)</b>

<sup>(1)</sup> Statement of Assets and Liabilities location: Written options outstanding, at value.

<sup>(2)</sup> Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts; Net unrealized appreciation. The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations by risk exposure for the six months ended April 30, 2013 was as follows:

Risk	Derivative	Realized Gain (Loss)	Change in Unrealized
		on Derivatives Recognized in Income <sup>(1)</sup>	Appreciation (Depreciation) on Derivatives Recognized in Income <sup>(2)</sup>
Equity Price	Written options	\$ (37,507,549)	\$ (11,871,988)
Foreign Exchange	Forward foreign currency exchange contracts	724,030	(96,979)
<b>Total</b>		<b>\$ (36,783,519)</b>	<b>\$ (11,968,967)</b>

<sup>(1)</sup> Statement of Operations location: Net realized gain (loss) Written options and Foreign currency and forward foreign currency exchange contract transactions, respectively.

<sup>(2)</sup> Statement of Operations location: Change in unrealized appreciation (depreciation) Written options and Foreign currency and forward foreign currency exchange contracts, respectively.

The average notional amount of forward foreign currency exchange contracts outstanding during the six months ended April 30, 2013, which is indicative of the volume of this derivative type, was approximately \$4,989,000.

## 8 Risks Associated with Foreign Investments

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Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker/dealers and issuers than in the United States.

### 9 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

## Eaton Vance

## Tax-Managed Diversified Equity Income Fund

April 30, 2013

Notes to Financial Statements (Unaudited) continued

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At April 30, 2013, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks				
Consumer Discretionary	\$ 176,232,814	\$ 34,322,863	\$	\$ 210,555,677
Consumer Staples	148,368,824	60,763,403		209,132,227
Energy	145,610,490	36,508,085		182,118,575
Financials	221,165,796	57,823,284		278,989,080
Health Care	183,828,885	68,892,895		252,721,780
Industrials	146,958,015	7,796,632		154,754,647
Information Technology	216,912,186	6,671,451		223,583,637
Materials	52,954,090	16,467,313		69,421,403
Telecommunication Services	40,004,389	17,895,690		57,900,079
Utilities	56,563,008	12,891,529		69,454,537
<b>Total Common Stocks</b>	<b>\$ 1,388,598,497</b>	<b>\$ 320,033,145*</b>	<b>\$</b>	<b>\$ 1,708,631,642</b>
Short-Term Investments	\$	\$ 29,645,384	\$	\$ 29,645,384
<b>Total Investments</b>	<b>\$ 1,388,598,497</b>	<b>\$ 349,678,529</b>	<b>\$</b>	<b>\$ 1,738,277,026</b>
<b>Liability Description</b>				
Call Options Written	\$ (16,072,650)	\$	\$	\$ (16,072,650)
Forward Foreign Currency Exchange Contracts		(96,979)		(96,979)
<b>Total</b>	<b>\$ (16,072,650)</b>	<b>\$ (96,979)</b>	<b>\$</b>	<b>\$ (16,169,629)</b>

\* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

The Fund held no investments or other financial instruments as of October 31, 2012 whose fair value was determined using Level 3 inputs. At April 30, 2013, there were no investments transferred between Level 1 and Level 2 during the six months then ended.

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Board of Trustees Contract Approval

#### Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the 1940 Act ), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuation is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund ( Independent Trustees ), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board ) of the Eaton Vance group of mutual funds (the Eaton Vance Funds ) held on April 22, 2013, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished by each adviser to the Eaton Vance Funds (including information specifically requested by the Board) for a series of meetings of the Contract Review Committee held between February and April 2013, as well as information considered during prior meetings of the committee. Such information included, among other things, the following:

#### *Information about Fees, Performance and Expenses*

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report comparing the investment performance of each fund (including, where relevant, yield data, Sharpe ratios and information ratios) to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to benchmark indices and customized peer groups, in each case as approved by the Board with respect to the funds;

For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other accounts (including mutual funds, other collective investment funds and institutional accounts) using investment strategies and techniques similar to those used in managing such fund;

Profitability analyses for each adviser with respect to each fund;

#### *Information about Portfolio Management and Trading*

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Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;

Information about the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through client commission arrangements and the fund's policies with respect to soft dollar arrangements;

Data relating to portfolio turnover rates of each fund;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each adviser's processes for monitoring best execution of portfolio transactions, and other policies and practices of each adviser with respect to trading;

*Information about each Adviser*

Reports detailing the financial results and condition of each adviser;

Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;

Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;

Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;

Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers, including with respect to regulatory and compliance issues, investment management and other matters;

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

[Board of Trustees](#) [Contract Approval](#) [continued](#)

#### *Other Relevant Information*

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;

Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and

The terms of each advisory agreement.

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2013, with respect to one or more funds, the Board met eight times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met eight, twenty-one, five, nine and thirteen times respectively. At such meetings, the Trustees participated in investment and performance reviews with the portfolio managers and other investment professionals of each adviser relating to each fund. The Board and its Committees considered the investment and trading strategies used in pursuing each fund's investment objective, including, where relevant, the use of derivative instruments, as well as processes for monitoring best execution of portfolio transactions and risk management techniques. The Board and its Committees also evaluated issues pertaining to industry and regulatory developments, compliance procedures, fund governance and other issues with respect to the funds, and received and participated in reports and presentations provided by Eaton Vance Management and other fund advisers with respect to such matters.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

#### [Results of the Process](#)

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuation of the investment advisory agreement of Eaton Vance Tax-Managed Diversified Equity Income Fund (the Fund) with Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-CSRS

### Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board considered the abilities and experience of such investment personnel in analyzing factors such as tax efficiency and special considerations relevant to investing in stocks and selling covered call options on various indexes. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### [Board of Trustees Contract Approval](#) continued

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

#### [Fund Performance](#)

The Board compared the Fund's investment performance to a relevant universe of similarly managed funds identified by an independent data provider and appropriate benchmark indices, as well as a customized peer group of similarly managed funds approved by the Board. The Board reviewed comparative performance data for the one-, three- and five-year periods ended September 30, 2012 for the Fund. On the basis of the foregoing and other relevant information provided by the Adviser in response to inquiries from the Contract Review Committee, the Board concluded that the performance of the Fund was satisfactory.

#### [Management Fees and Expenses](#)

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as "management fees"). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2012, as compared to a group of similarly managed funds selected by an independent data provider. The Board noted that the Adviser had waived fees and/or paid expenses for the Fund. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions taken by management in recent years to reduce expenses at the Eaton Vance fund complex level, including the negotiation of reduced fees for transfer agency and custody services.

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

#### [Profitability](#)

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with their relationships with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Portfolio and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

#### [Economies of Scale](#)

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board reviewed data summarizing the increases and decreases in the assets of the Fund and of all Eaton Vance Funds as a group over various time periods, and evaluated the extent to which the total expense ratio of the Fund and the profitability of the Adviser and its affiliates may have been affected by such increases or decreases. Based upon the foregoing, the Board concluded that the Fund currently shares in the benefits from economies of scale. The Board concluded that, assuming reasonably foreseeable increases in the assets of the Fund, the structure of the advisory fee, which includes breakpoints at several asset levels, will allow the Fund to continue to benefit from economies of scale in the future.



## Eaton Vance

### Tax-Managed Diversified Equity Income Fund

April 30, 2013

#### Officers and Trustees

##### Officers of Eaton Vance Tax-Managed Diversified Equity Income Fund

Walter A. Row, III

*President*

Duncan W. Richardson

*Vice President*

Maureen A. Gemma

*Vice President, Secretary and Chief Legal Officer*

James F. Kirchner

*Treasurer*

Paul M. O Neil

*Chief Compliance Officer*

##### Trustees of Eaton Vance Tax-Managed Diversified Equity Income Fund

Ralph F. Verni

*Chairman*

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Scott E. Eston

Benjamin C. Esty

Thomas E. Faust Jr.\*

Allen R. Freedman

William H. Park

Ronald A. Pearlman

Helen Frame Peters

Lynn A. Stout

Harriett Tee Taggart

\* Interested Trustee

### **Number of Employees**

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

### **Number of Shareholders**

As of April 30, 2013, Fund records indicate that there are 68 registered shareholders and approximately 74,087 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Fund reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

### **New York Stock Exchange symbol**

The New York Stock Exchange symbol is ETY.

## Eaton Vance Funds

### IMPORTANT NOTICES

**Privacy.** The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy ( Privacy Policy ) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker-dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial advisor/broker-dealer, it is likely that only such advisor's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

**Delivery of Shareholder Documents.** The Securities and Exchange Commission (SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called "householding" and it helps eliminate duplicate mailings to shareholders. *Eaton Vance, or your financial advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial advisor.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at [www.eatonvance.com](http://www.eatonvance.com), by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

**Proxy Voting.** From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge, upon request, by calling 1-800-262-1122 and by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

**Share Repurchase Program.** On August 6, 2012, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. The Fund's repurchase activity, including the number of shares purchased, average price and average discount to net asset value, is disclosed in the Fund's annual and semi-annual reports to shareholders.

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**Closed-End Fund Information.** The Eaton Vance closed-end funds make certain fund performance data and information about portfolio characteristics (such as top holdings and asset allocation) available on the Eaton Vance website after the end of each month. Certain fund performance data for the funds, including total returns, are posted to the website shortly after the end of each month. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at [www.eatonvance.com](http://www.eatonvance.com) on the fund information pages under Individual Investors Closed-End Funds .

Investment Adviser and Administrator

**Eaton Vance Management**

Two International Place

Boston, MA 02110

Custodian

**State Street Bank and Trust Company**

200 Clarendon Street

Boston, MA 02116

Transfer Agent

**American Stock Transfer & Trust Company**

59 Maiden Lane

Plaza Level

New York, NY 10038

Fund Offices

Two International Place

Boston, MA 02110

2897-6/13

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**Item 2. Code of Ethics**

Not required in this filing.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services**

Not required in this filing.

**Item 5. Audit Committee of Listed Registrants**

Not required in this filing.

**Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

Not required in this filing.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies**

Not required in this filing.

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

REGISTRANT PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Number of Shares that May Yet Be Purchased Under the Programs*
November 2012	433,300	\$ 9.42	1,935,800	13,311,442
December 2012	661,800	\$ 9.37	2,597,600	12,649,642
January 2013	47,300	\$ 9.73	2,644,900	12,602,342
February 2013			2,644,900	12,602,342
March 2013	70,000	\$ 10.10	2,714,900	12,532,342
April 2013	35,000	\$ 10.41	2,749,900	12,497,342
Total	1,247,400	\$ 9.47		

\* On August 6, 2012, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program was announced on August 8, 2012.

**Item 10. Submission of Matters to a Vote of Security Holders**

No Material Changes.

**Item 11. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits**

(a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).

(a)(2)(i) Treasurer's Section 302 certification.

(a)(2)(ii) President's Section 302 certification.

(b) Combined Section 906 certification.

(c) Registrant's notices to shareholders pursuant to Registrant's exemptive order granting an exemption from

Section 19(b) of the 1940 Act and Rule 19b-1 thereunder regarding distributions paid pursuant to the Registrant's Managed Distribution Plan.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Tax-Managed Diversified Equity Income  
Fund

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: June 7, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: June 7, 2013

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: June 7, 2013